



Revitalize Downtown Stayton

Bylaws August 2019

Contents

ARTICLE I Name and Term	1
ARTICLE II Offices	1
ARTICLE <u>III</u> Purpose and Structure	1
ARTICLE <u>IV</u> Boundaries and Supporters	2
ARTICLE V Board Meetings	3
ARTICLE VI Directors	3
ARTICLE <u>VII</u> Officers	5
ARTICLE <u>VIII</u> Committees	5
ARTICLE <u>IX</u> Finances and General Provisions	5
ARTICLE X Books and Records	6
ARTICLE <u>XI</u> Amendments	6

ARTICLE I Name and Term

The name of this organization is Friends of Old Town Stayton (FOTS) doing business under the assumed business name of Revitalize Downtown Stayton (RDS) and its duration will be perpetual. The acronyms RDS and FOTS are interchangeable in this document unless otherwise noted.

ARTICLE II Offices

A. Principal office: The principal office of RDS will be in the State of Oregon, County of Marion, City of Stayton. Further, it will be located within the boundaries of the Stayton Historic Downtown focus area as that term is defined below, when feasible.

B. Registered office: The registered office of the RDS will be maintained in the State of Oregon, and may be, but need not be, identical with the principal office. The address of the registered office may be changed from time to time by resolution of the Board of Directors.

ARTICLE III Purpose and Structure

RDS will be organized and operated exclusively for charitable and educational purposes. Subject to the limitations stated in the Articles of Incorporation, the purposes of RDS shall be to engage in lawful activities, none of which is for profit, for which corporations may be organized under Chapter 65 of the Oregon Revised Statutes (or its corresponding future provisions) and Section 501(c)(3) of the Internal Revenue Code of 1954 (or its corresponding future provisions).

RDS is organized around the National Main Street Model consisting of four committees as follows:

1. The **Organization/Outreach** committee plays a key role in keeping the board, staff, volunteers, and program of work in good shape by attracting people and money to the organization. Organization/Outreach focuses on:

Fundraising – for projects and administration from donations, sponsorships and grants.

Managing staff and volunteers – by maintaining a volunteer list, recruiting people, supervising them, and rewarding good work.

Promoting and communicating about the program – to downtown interests and the public.

Creating partnerships – with other community organization.

Managing finances – by developing good accounting principles.

2. The **Promotion** committee is geared toward promoting the downtown as a center of commerce, culture, and community life for residents and visitors alike. Promotion focuses on:

Understanding the changing market –both potential shoppers and your competition.

Building on downtown assets – including people, buildings, location, heritage, and institutions.

Defining Main Street's market niche – its unique position in the regional marketplace.

Creating new image campaigns, retail promotions, and special events – to lure people back to downtown.

Marketing the downtown through branding, print materials, and on-line.

3. The **Economic Vitality** Committee is to understand the market, identify new market opportunities for the district, link business owners with available business assistance, find new uses for historic commercial or residential buildings, and stimulate investment in private property. This committee focuses on:

Learning about the district's current economic condition and identifying opportunities for market growth.

Strengthening existing businesses and attracting new ones.

Finding new economically viable uses for traditional Main Street buildings.

Developing financial incentives and capital for business development and possibly for building rehabilitations.

Monitoring the economic performance of the district.

4. The **Design** committee plays a key role in shaping the physical image of Main Street as a place attractive to shoppers, investors, business owners, visitors, and residents. This is done by focusing on:

Providing good design education and advice, through professional resources where available, to encourage quality improvements to private buildings and public spaces.

Planning Main Street's development – guiding future growth and shaping regulations through engagement with stakeholders and local government.

Motivating business and property owners to make changes – linking business and building owners to available incentives, creating new incentives, and targeting key projects.

Being a steward of public spaces within the district.

Facilitating the rehabilitation of existing private buildings and the creation of new buildings compatible with the district.

Enhancing walkability and ambience of the district – beautification, building facades, streetscape, parking, and signage.

ARTICLE IV Boundaries and Supporters

- A. Boundaries:** The focus area of RDS will be defined by both sides of E Water St on the south and the southside of E Washington St on the north, along both sides of N Third Ave on the east and the eastside of N First Ave on the west.
- B. Supporters:** Any individual, business, or organization interested in the purposes and affairs of RDS may become a supporter of RDS by filing such form and paying such annual dues as the Board of Directors prescribes from time to time. Each person or business shall fill out the Individual or Business "Application Form" and pay the annual dues, which will be recorded by the Secretary.
- C.** From time to time, the Board of Directors may ask the supporters to vote on an issue. Each supporter may vote on issues which are presented to the supporters. These votes will be considered advisory.

ARTICLE V Board Meetings

- A. **Meetings:** The Board of Directors will meet at least monthly. The President and/or any three directors may call a meeting of the Board. At a duly called meeting of the Board of Directors, a majority of the directors will constitute a quorum. All business of the Board of Directors will be transacted at a duly called meeting of the Board.. Regular Board meetings shall be open to the public.
- B. **Annual Meeting:** The annual meeting of the RDS Board of Directors will be held during the December Board Meeting or such other time as the Board of Directors may direct. Board Members and Supporters will be notified by either regular mail or electronic mail at the address listed on the supporter application more than 30 days before the meeting convenes. The purpose of the annual meeting will be to complete tallying of votes and announce the Board of Directors of RDS for the following year, review the Bylaws for current applicability, and such other business as the Board of Directors brings before the Board. Annual meetings shall be open to the public.
- C. **Special Meetings:** Special meetings of the Board and/or its supporters will be held at any time and place as may be designated in the notice of said meeting upon call of the president of the Board of Directors, or a majority of the Board of Directors, or upon written petition by at least twenty-five percent (25%) of the active supporters. A notice stating the place, date, and time of meetings will be provided either personally or by regular or electronic mail to each member at least ten days prior to the meeting. Other interested parties will be given such notice of meetings as the Board of Directors deem appropriate.
- D. A meeting of the **Executive Committee** may be called by any two officers of the Board to discuss items deemed to be "of a sensitive nature". Attendees shall include the President, Vice President, Secretary, and Treasurer. The meeting will be closed to the public. Decisions of the Executive Committee will be reported to the full Board and recorded by the Secretary.

ARTICLE VI Directors

- A. **Powers and Duties:** All corporate powers will be exercised by or under the authority of and the affairs of the corporation will be managed under the direction of the Board of Directors. The Board of Directors will manage, set the policy for, and oversee the management of the affairs of RDS. They will control its property, be responsible for its finances, formulate its policy, and direct its affairs. The Board of Directors may hire an Executive Director and support personnel. The Board of Directors may enter into contracts necessary to accomplish RDS goals. The Board of Directors shall consist of three to eleven officers. Each Director will serve on at least one Committee.
- B. **Qualifications:** There will be at least three and no more than eleven members on the Board of Directors. The exact number of directors may be fixed or changed periodically by the Board of Directors. Only an individual supporter or a designated representative of a business supporter may be a Director. Candidates must meet the requirements determined by the Board of Directors from time to time. The Board of Directors will strive to select a slate of candidates who are broadly representative of its stakeholders and supporters. Directors must be of sound mind and of legal age.

- C. Conflicts of Interest:** Any person who is currently a member of City of Stayton leadership (i.e. Manager, Director, and Elected Official), is a member of the Stayton City Council, is a member of the Stayton Planning Commission, a member of the Parks Board, or is on the board of the Stayton Sublimity Chamber of Commerce may not be a member of the RDS Board of Directors. These individuals may be supporters of the organization.
- D.** Any member of the board who has a financial, personal, or official interest in, or conflict (or appearance of a conflict) with any matter pending before the Board, of such a nature that it prevents or may prevent that member from acting on the matter in an impartial manner, will offer to the Board to voluntarily excuse him/herself and will vacate his seat and refrain from discussion and voting on said item.
- E. Ex Officio:** The board may choose to include one or multiple ex officio Board members who will provide expertise and insight on board decisions in a structured manner but will not be able to vote as a Board member. These members may include city officials, Chamber of Commerce Board Members, or other individuals as the RDS board may see fit.
- F. Term:** Every Director will be elected for a three (3) year term. No member shall serve more than two consecutive three-year terms without stepping down from serving for at least one year. Terms will be staggered so that no majority of positions are filled in the same year.
- G. Election:** Directors will be elected by the current Board by written ballot. Tallying of ballots will be completed, and the new Directors announced at the Annual Meeting. Every Board member will have one vote for each available Director's position.
- H. Vacancies:** A Director may resign at any time by giving written notice to the RDS President or Vice President. Any vacancy in the Board occurring because of death, resignation, refusal to serve, or otherwise, will be filled for the unexpired term by action of a majority of the remaining Directors. Three consecutive unexcused absences from regular Board of Directors meetings may be considered a vacancy. A Director may be removed by a $\frac{2}{3}$ vote of the Board per ORS 65.
- I. Compensation:** Directors will receive no compensation for their services as Directors, but the Board may, by resolution, authorize reasonable reimbursement for expenses incurred in the performance of their duties. Nothing herein will preclude a Director from serving RDS in any other capacity and receiving reasonable compensation for such service.
- J. Liability:** Directors will not be personally liable for the RDS' debts, liabilities, or other obligations.
- K. Action by Unanimous Consent:** Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting if a consent in writing, setting forth the action to be taken, is signed by all the directors.
- L. Electronic Voting:** Board members, by providing an address to receive electronic transmission, consent to electronic transmission of information (including meeting notices) and to conduct votes via electronic transmission. Such votes are considered final action on the matter if there is unanimous participation by the board. After two successive failed attempts to contact a board member by electronic means, consent by the board member will be considered to be revoked.

ARTICLE VII Officers

- A. Number of Officers:** RDS will have a President, Vice President, Secretary, Treasurer, and such additional officers as the Board of Directors may from time to time designate. All officers shall be selected

from the Board of Directors and must be members of the Board of Directors. Each officer will serve a three year term.

- B. Duties of President:** The President will preside at all meetings of the Board of Directors, and at the annual meeting ending his or her term of office. The President will be entitled to the same vote as any other Director. The President shall sign all documents pertaining to RDS for which the President's signature is necessary or desirable.
- C. Duties of Vice President:** In the absence of the President, or his or her inability to act, the Vice President will possess all the President's powers and discharge all Presidential duties. The Vice President will perform outside duties as directed by the President. The Vice President may also sign any checks or documents necessary for RDS.
- D. Duties of Treasurer:** The Treasurer will maintain in good order all financial records of RDS. At the annual meeting, and at regular Board of Directors' meetings, the Treasurer will provide a report and summary statement on the financial affairs of RDS.
- E. Duties of Secretary:** The Secretary will record and maintain a full and correct record of the proceedings of RDS. The Secretary will perform such other duties as the Board may from time to time direct.
- F. Temporary Officers:** In cases of absence or disability of an officer of RDS, the remaining Officers may vote to delegate the powers and duties of such officer to any other officer or member of the Board.

ARTICLE VIII Committees

RDS will have the following standing committees:

- 1) Organization
- 2) Promotion
- 3) Design
- 4) Economic Vitality.

RDS will also have such other committees as the Board of Directors may from time to time establish. Committees shall exercise such authority as may be granted to them by the Board. Committees shall have no power to act on behalf of or exercise authority of the Board except as expressly authorized by the Board. Committees will report at least monthly to the Board of Directors. At least one Director will serve on every committee. Committee members must be paying supporters of RDS.

Each of the committees shall elect one chair to serve as a liaison to the Board, once the committee has four members and has met three times consecutively. These chairs shall be elected by the active members of the relevant committee. Each committee member, regardless of business or individual supporter status, shall have one vote. Current Board Officers who are members of these committees shall not have a vote in a chair election. These committee chairs shall have equal voting standards as other members of the Board. Each of these chairs shall serve a two-year term.

ARTICLE IX Finances and General Provisions

- A. Fiscal Year:** The fiscal year of RDS will begin on the first day of January, and end on the last day of December in each year.
- B. Financial Disbursements:** Except as the Board of Directors may otherwise authorize, all checks, drafts, and other instruments used for payment of money and all instruments of transfer of securities will be signed by such person or persons and in such manner as may be determined from time to time by resolution of the Board of Directors.

ARTICLE X Books and Records

Correct books of account of the activities and transactions of the Corporation shall be kept at the office of the Corporation, or other such secure location as is directed by the Board. These shall include a minute book, which shall contain a copy of the Certificate of Incorporation, a copy of these Bylaws, and all minutes of meetings of the Board of Directors.

ARTICLE XI Amendments

The Board of Directors shall have the power to alter, amend, or repeal the bylaws or adopt new bylaws by a majority vote at a duly called meeting of the Board.

The foregoing were duly adopted by the Board of Directors on _____

Steve Poisson, President

Alan Meyer, Vice-President

Lisa Meyer, Secretary

Colleen Elliott, Treasurer